

# NATIONAL RAILWAY EQUIPMENT CO.



HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426  
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

January 31, 2006

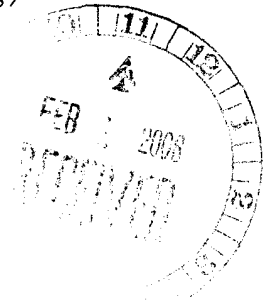
Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423-0001

RECORDATION NO. 26169 FILED

FEB 03 '06

10-45 AM

SURFACE TRANSPORTATION BOARD



Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original the memorandum of lease agreement and the schedule of equipment for a locomotive lease agreement dated January 10, 2006, a primary document under the Board's recordation regulations.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: National Railway Equipment Co.  
P.O. Box 2270  
Dixmoor, IL 60426

Lessee: Evansville Western Railroad, Inc.  
1200 Kentucky Avenue  
Paducah, Kentucky 42003

A description of the equipment covered by the Lease Agreement is as follows:

One EMD GP50 General Purpose Locomotive bearing road # NREX 2904

One EMD GP50 General Purpose Locomotive bearing road # NREX 2929

A short summary of the document to appear in the index is as follows:

"Locomotive Lease Agreement"

Also enclosed is a check in the amount of \$33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Ethan Crooks  
National Railway Equipment Co.  
14400 South Robey Street  
P.O. Box 2270  
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By: \_\_\_\_\_

A handwritten signature in dark ink, appearing to be 'Ethan Crooks', written over a horizontal line.

Ethan Crooks

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of January 10, 2006, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and EVANSVILLE WESTERN RAILROAD ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

Each locomotive is fully-described in a certain Lease Agreement dated as of January 10, 2006, (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

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SURFACE TRANSPORTATION BOARD

**LESSEE:**

**EVANSVILLE WESTERN RAILROAD**

By: R. A. Buchanan

Name: R. A. Buchanan

Title: General Mgr.

**LESSOR:**

**NATIONAL RAILWAY EQUIPMENT CO.**

By: James M. Wurtz, Jr.

Name: James M. Wurtz, Jr.

Title: Vice President

## SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: EVANSVILLE WESTERN RAILROAD

Approved by: \_\_\_\_\_  
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

\_\_\_\_\_ National Railway Equipment Co.'s  
manufacturing facility in Mt. Vernon, Illinois

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor  
Name & Invoice Number

Equipment  
Description

National Railway Equipment Co.

EMD GP50 General Purpose Locomotive

## **SCHEDULE "A"**

Attached to and incorporated into the Lease dated the 10th day of January, 2006 by and between the National Railway Equipment Co. (LESSOR) and the Evansville Western Railroad (LESSEE).

Type and General Description of Locomotive Unit, Marks and Numbers:

<b>UNIT NO.</b>	<b>TYPE</b>	<b>GENERAL DESCRIPTION</b>
NREX 2904	EMD	GP50 General Purpose Locomotive
NREX 2929	EMD	GP50 General Purpose Locomotive

STATE OF KENTUCKY )  
 ) SS.  
COUNTY OF MCCRACKEN )

On this 11th day of JANUARY, 2006, before me appeared R.A. BULHANAN, the person who signed this instrument who acknowledged that (s) he is the GENERAL MGR. of EVANSVILLE WESTERN RAILWAY INC. and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Susan C. Ramage

Notary Public

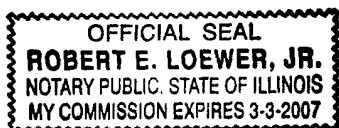
[Seal]

My Commission Expires:

10-20-2007

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF WILL )  
COOK

On this 30 day of January, 2006, before me appeared James M. Wurtz Jr., the person who signed this instrument who acknowledged that (s) he is an officer of **NATIONAL RAILWAY EQUIPMENT CO.** and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



[Seal]

Robert E. Loewer, Jr.

Notary Public

My Commission Expires:

\_\_\_\_\_